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# GROUPON, INC.

Reported by

**BASS ROBERT J**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/21/12 for the Period Ending 06/19/12

| | |
|---|---|
| Address | 600 WEST CHICAGO AVENUE, SUITE 830<br>CHICAGO, IL 60610 |
| Telephone | (312) 604-5515 |
| CIK | 0001490281 |
| Symbol | GRPN |
| SIC Code | 7311 - Advertising Agencies |
| Industry | Retail (Catalog & Mail Order) |
| Sector | Services |
| Fiscal Year | 12/31 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **Bass Robert J**<br>(Last) (First) (Middle) | **Groupon, Inc. [ GRPN ]** | __ **X** __ Director _____ 10% Owner |
| **C/O GROUPON, INC., 600 WEST CHICAGO AVE., SUITE 620**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**6/19/2012** | _____ Officer (give title below) _____ Other (specify below) |
| **CHICAGO, IL 60654**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Restricted Stock Units** | (1) | **6/19/2012** | | **A** | | **9149** | | (2) | (2) | **Class A Common Stock** | **9149** | **$0** | **9149** | **D** | |

**Explanation of Responses:**

**( 1)** Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.

**( 2)** 25% of the restricted stock units on this line will vest on June 19, 2013, and and the remaining restricted stock units will vest in 12 equal installments at the end of each quarter, beginning on September 19, 2013, subject to Mr. Bass' continued service as a director of the Company through each vesting date.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Bass Robert J**<br>**C/O GROUPON, INC.**<br>**600 WEST CHICAGO AVE., SUITE 620**<br><br>**CHICAGO, IL 60654** | **X** | | | |

**Signatures**

| | |
|---|---|
| **/s/ Daniel Horwood, by power of attorney** | **6/21/2012** |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.